

RECORDATION NO. 29711-A FILED

APR 04 '11 -2 35 PM

SURFACE TRANSPORTATION BOARD

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April 4, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S W  
Washington, D C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, effective as of September 8 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment and Assumption Agreement being filed with the Board under Recordation Number 29711

The names and addresses of the parties to the enclosed document are:

Lessor	TLP Rail Trust I by Wilmington Trust Company, not in its individual capacity but solely as Trustee Rodney Square North 1100 North Market Street Wilmington, DE 29890
Manager/Agent	Tnnity Industries Leasing Company 2525 Stemmons Freeway Dallas, TX 75207
[Lessee	Frac Tech Services, LLC 16858 Interstate 20 Cisco, TX 76437]

Chief  
Section of Administration  
April 4, 2011  
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A description of the railroad equipment covered by the enclosed document is.

21 hopper cars within the series TILX 32821 - TILX 32867 as more particularly set forth in the attachment to the document

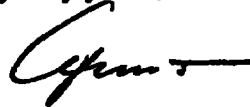
A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W Alvord

RWA/sem  
Enclosures

RECORDATION NO. 29711-A FILED

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**MEMORANDUM OF LEASE AGREEMENT**

**SURFACE TRANSPORTATION BOARD**

Memorandum of Lease Agreement effective as of September 8, 2010 by TLP Rail Trust I, a Delaware statutory trust, as lessor (the "Lessor") and Trinity Industries Leasing Company, a Delaware corporation ("TILC") as manager and agent for the Lessor (in such capacity the "Manager").

**WITNESSETH:**

The Manager, acting for the Lessor as its duly authorized agent, has executed Rider Five (5) to Railroad Car Lease Agreement, effective September 8, 2010 (the "Rider"), pursuant to which the Lessor has agreed to lease to Frac Tech Services, LLC (the "Lessee"), and the Lessee has agreed to lease from the Lessor, certain railroad cars bearing road numbers as listed on Exhibit A hereto.

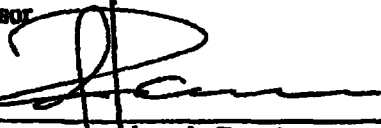
The Rider pursuant to its terms incorporates by reference, to be applicable as between the Lessor and the Lessee in respect of the separate lease transaction evidenced by the Rider, the provisions of that certain master Railroad Car Lease Agreement, dated August 1, 2006, between TILC and the Lessee.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, each of the undersigned has caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**TLP RAIL TRUST I**

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee, as Lessor

By: 

Name: Jose L. Paredes  
Title: Assistant Vice President

Executed on this 31<sup>st</sup> day of March, 2011

**TRINITY INDUSTRIES LEASING COMPANY, as Manager**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Executed on this \_\_\_\_ day of \_\_\_\_\_, 2011

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, each of the undersigned has caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**TLP RAIL TRUST I**

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee, as Lessor

**TRINITY INDUSTRIES LEASING COMPANY, as Manager**

By: \_\_\_\_\_  
Name:  
Title:

By:  \_\_\_\_\_  
Name: Lance Davis  
Title: Vice President

Executed on this \_\_\_\_ day of \_\_\_\_\_, 2011

Executed on this 31<sup>st</sup> day of March, 2011

[Memorandum of Lease Agreement]

STATE OF DELAWARE     )  
                                      ) SS:  
COUNTY OF NEW CASTLE )

On this, the 31<sup>st</sup> day of March 2011, before a Notary Public in and for said County and State, personally appeared Jose Paredes, who being by me duly sworn, says that (s)he is the Assistant Vice President of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on March 31, 2011 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



A handwritten signature of Lisa A. Pittaccio in black ink.

Name: LISA A. PITTACCIO  
Notary Public - State of Delaware  
My Comm. Expires May 10, 2011

My Commission Expires:  
Residing in Delaware

[Memorandum of Lease Agreement]

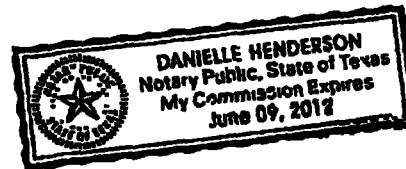
STATE OF TEXAS       )  
                              ) SS:  
COUNTY OF DALLAS    )

On this, the 21<sup>st</sup> day of March 2011, before a Notary Public in and for said County and State, personally appeared Lance Davis, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on March 31, 2011 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Danielle Henderson  
Name: Danielle Henderson  
Notary Public

My Commission Expires: 6/9/2012  
Residing in Cedar Hill TX



**[Memorandum of Lease Agreement]**

**EXHIBIT A**

**Equipment:** 3,281 cubic foot twin covered hopper cars

**Quantity:** Twenty-One (21)

**Road Numbers:** TILX 32821, 32826, 32828, 32829, 32830, 32833,  
32835, 32836, 32843, 32844, 32848, 32850,  
32852, 32854, 32855, 32857, 32858, 32862,  
32863, 32866 and 32867

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/17/11



\_\_\_\_\_  
Robert W. Alvord